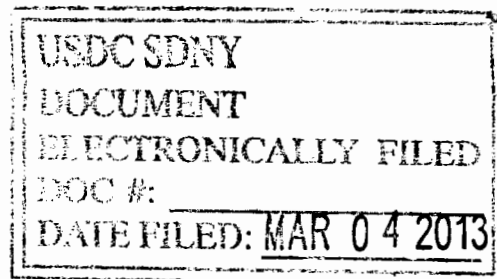


**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**



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UNIVERSITAS EDUCATION, LLC,

Judgment Creditor, :

Case Nos. 11 CV 1590-LTS-HBP and
11-8726-LTS

-against- :

NOVA GROUP, INC., as trustee, sponsor and
fiduciary of THE CHARTER OAK TRUST
WELFARE BENEFIT PLAN, :

**ORDER TO SHOW CAUSE WITH
TEMPORARY RESTRAINING
ORDER AND APPLICATION FOR
TURNOVER OF INSURANCE
PROCEEDS AND IMPOSITION OF
CONSTRUCTIVE TRUST**

Judgment Debtor.
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Upon the Declaration of Bryan I. Reyhani, Esq., dated February 28, 2013 (with Exhibits), and the accompanying Memorandum of Law filed by Plaintiff/Judgment Creditor Universitas Education, LLC ("Universitas"), and good and sufficient cause appearing therefrom:

IT IS HEREBY ORDERED that Judgment Debtor Nova Group, Inc., and Daniel E. Carpenter, Molly Carpenter, Moonstone Partners LLC and insurance carrier USAA, Show Cause before the Hon. Laura Taylor Swain, at the United States Courthouse, 500 Pearl Street, in the City, County and State of New York, on ~~March~~ ^{at May} 2, 2013, at 10:00 o'clock, ^{AM} or as soon thereafter as counsel may be heard, why an Order should not be issued (1) pursuant to Fed. R. Civ. P. 69 and N.Y. CPLR § 5225, to turn over to Universitas the insurance claim proceeds or other monies (collectively, the "Proceeds") that are to be paid by third-party insurance carrier USAA in connection with any structure and/or property owned at any point in time by Moonstone Partners LLC ("Moonstone"), Daniel E. Carpenter and/or Molly Carpenter (collectively, "the Carpenters") or any entity owned by the Carpenters, including any properties at 392B Cards Pond Road in South Kingstown, Rhode Island ("South Kingstown Properties"), and (2) to impose a constructive trust on the Proceeds in Universitas' favor.

AND IT APPEARING TO THE COURT that on February 25, 2013, third-party insurance carrier USAA informed Universitas' counsel that absent "an emergency Order from a court" USAA will imminently pay the Proceeds to Moonstone, the Carpenters, and/or an agent or entity designated by one or both of the Carpenters to receive payment;

AND IT APPEARING TO THE COURT that Universitas faces the imminent risk of irreparable harm, since USAA has informed Universitas that without "an emergency Order from a court," USAA will imminently pay the Proceeds to the Carpenters, or to an individual or entity affiliated with them, and that such payment will cause Universitas to be unable to secure the Proceeds while its application for turnover and imposition of constructive trust is pending before this Court;

AND IT APPEARING TO THE COURT that Universitas' counsel informed USAA in writing on February 25, 2013 that Universitas intended to immediately seek a Temporary Restraining Order and USAA is on notice of Universitas' intention to proceed on an expedited basis with an application for a Temporary Restraining Order;

AND IT APPEARING TO THE COURT that Universitas' counsel informed Moonstone and the Carpenters in writing on February 26, 2013 that Universitas intended to immediately seek a Temporary Restraining Order and that Moonstone and the Carpenters are on notice of Universitas' intention to proceed on an expedited basis with an application for a Temporary Restraining Order;

AND IT APPEARING TO THE COURT that Universitas has shown that the Proceeds are ultimately likely payable to Universitas as a Judgment Creditor of Nova Group, Inc., which is the Trustee of the Charter Oak Trust Welfare Benefit Plan;

AND IT APPEARING TO THE COURT that the parties could not informally resolve the issues raised in the motion;

IT IS FURTHER:

ORDERED that sufficient reason having been shown therefore, pending the hearing and determination of Universitas' motion for the turnover of the Proceeds, as well as imposition of a constructive trust on the Proceeds, pursuant to Fed. R. Civ. P. 65 and N.Y. CPLR § 5222, USAA and its officers, directors, employees, agents, attorneys, and those in privity or acting in concert with it, are temporarily restrained from the date of this Order from paying or transferring any Proceeds in connection with any structure and/or property owned at any point in time by Moonstone and/or the Carpenters, including the South Kingstown Properties;

ORDERED that sufficient reason having been shown therefore, pending the hearing and determination of Universitas' motion for the turnover of the Proceeds, as well as imposition of a constructive trust on the Proceeds, pursuant to Fed. R. Civ. P. 65 and N.Y. CPLR 5222, the Carpenters (and each of them) and Moonstone and any of its officers, directors, members, employees, agents, affiliates, partners, attorneys, and those in privity or acting in concert with either of the Carpenters or Moonstone, are temporarily restrained from the date of this Order from selling, gifting, assigning, encumbering or disposing in any way, or otherwise transferring ownership of, the South Kingstown Properties or transferring title to the South Kingstown Properties to any other person or entity (in whole or in part);

ORDERED that sufficient reason having been shown therefore, pending the hearing and determination of Universitas' motion for the turnover of the Proceeds, as well as imposition of a constructive trust on the Proceeds, pursuant to Fed. R. Civ. P. 65 and N.Y. CPLR 5222, the Carpenters (and each of them) and Moonstone and any of its officers, directors, members, employees, agents, affiliates, partners, attorneys, and those in privity or acting in concert with either of the Carpenters or Moonstone, are temporarily restrained from the date of this Order from selling, gifting, assigning, encumbering or disposing in any way, or otherwise transferring ownership of any interest in Moonstone to any other person or entity (in whole or in part);

and a representative of Moonstone with knowledge of the matters and transactions that are the subject of the application submit to a deposition during the week of April 1, 2013,

ORDERED that Universitas receive expedited discovery regarding all transactions relating to the South Kingstown Properties, and that no later than three (3) days prior to the return date for the Order to Show Cause Daniel E. Carpenter and Molly Carpenter each submit to a deposition not to exceed 3 hours, and in advance of the first of such depositions, the Carpenters and Moonstone shall produce documents to Universitas' counsel relating to Moonstone and the South Kingstown Properties, including, but not limited to, all financial records relating to Moonstone and transactions relating to the South Kingstown Properties, including the closing binder for the acquisition, documents relating to the source of funds used to purchase and maintain the South Kingstown Properties, and documents relating to the formation and operation of Moonstone.

ORDERED that service of a copy of this Order, together with the underlying papers upon which it was granted, by electronic mail upon counsel for Judgment Debtor Nova Group, Inc., Moonstone and the Carpenters, and by electronic mail and overnight courier service on USAA at 9800 Fredericksburg Rd, San Antonio, Texas 78288, shall be good and sufficient if made by on or before 5:00 P.M. on March 4, 2013; and

ORDERED that any opposing affidavits, declarations, memoranda of law, or other material shall be served upon counsel for Universitas by electronic mail on or before 5:00 P.M.

on March 25, 2013, and that any reply affidavits, declarations, memoranda of law, or other materials shall be served on or before 5:00 P.M. on March 15, 2013.

all papers must be provided for chamber at the time of filing.

Dated: New York, New York
March 4, 2013

Counsel for Moonstone, Mrs. Carpenter and USAA must promptly file notice of appearance and register for ECF notification and filing in these cases. A hearing on this application will be held on May 2, 2013, at 10:00AM.

UNITED STATES DISTRICT JUDGE